1284596

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076

Oppires: April 30, 1991

Estimated average burden hours per response ... 16.00

F SECURITIES 13 20

NOTICE OF SALE OF SECURITIES 15

PURSUANT TO REGULATION D, THOME
SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

Prefix Serial

DATE RECEIVED

Name of Offering (check	if this is an amendment and name has changed, and in	idicate change.)
SIXTEEN WOUNDED LLC		
Filing Under (Check box(es) th	nat apply): Rule 504 Rule 505 Rule 506	□ Section 4(6) □ ULOE
Type of Filing:	ng 🛭 Amendment	
	A. RASIC IDENTIFICATION DATA	
1. Enter the information reque	sted about the issuer	M 2000 P to 2000
·	this is an amendment and name has changed, and indicate	ate change.)
Sixteen Wounded LLC		
Address of Executive Offices C/O 101 Productions		Telephone Number (Including Area Code) (212) 575-0828
	Suite 600. New York, NY 10036	
Address of Principal Business (if different from Executive Of	Operations (Number and Street, City, State, Zip Code) (fices)	Telephone Number (Including Area Code)
Brief Description of Business		
	Production of the Broadway product	ion of the
	dramatic work entitled "Sixteen Wo	unded"
Type of Business Organization		
□ corporation h	☐ limited partnership, already formed	🛮 other (please specify): Limited Liabili
D business trust	☐ limited partnership, to be formed	Company
Actual or Estimated Date of I	Month Year O 7 0 3	Actual
	or Organization: (Enter two-letter U.S. Postal Service ab	obreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless successemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Director ☐ Beneficial Owner ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer ☐ Director ☐ Beneficial Owner O General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: D Promoter ☐ Beneficial Owner ... D Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: | Promoter | | Beneficial Owner | D Executive Officer Director ☐ General aná/or Managing Fartner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Codé) ☐ Beneficial Owner D Executive Officer Director Ceneral and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Bex(es) that Apply: D Promoter □ Beneficial Owner ☐ Executive Officer □ Director □ General and/or Managing Partner Pull Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ General and/or ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				· B. I	NFORMA	TION AL	OUT OF	ERING					
1. Has	the issuer s	old, or d	oes the issi	uer intend	to sell, to	non-accr	edited inve	stors in th	is offering	7		Yes	No
		•			in Append								
2. Wh	at is the mir	imum in										. s	
					-			•		4		Var	No
3. Doe	s the offerir	ng permit	joint own	ership of a	single uni	it?		· · · · · · · · · · · · · · · · · · ·		ومفقرة الأدعانية		. 🖸	
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Full Nam	e (Last nam	e first, if	individual						ĵ.	The state of the s			
Business	or Residence		(Number			te, Zip C	ode)		3	en e			
Name of	Associated 1	Broker or	Dealer		etrus (1) stappet				era paras s	in management in The Barrier		M-7-19-2	
States in	Which Perso	on Listed	Has Solici	ted or Int	ends to So	licit Purc	hasers		i fil	17vače	· <u>-</u> -		
(Check	"All States"	or chec	k-individu	al States)								· 🗆 All S	States
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	or Residence		40 a a a a		-	te, Zip C	ode)		~	····			
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Full Name	e (Last nam	e first, if	individual)									
					234 F.				19. *				
Business o	or Residence	Address	(Number i	and Street	, City, Sta	te, Zip C	ode)			N. T. J. M			
Name of	Associated I	Broker or	Dealer		Section 1					As the property of the second			
States in 1	Which Perso	n Listed	Has Solici	ted or Inte					*****				
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Type of Security Debt Sold Pett Common Preferred Convertible Securities (including warrants) Partnership Interests Sold Convertible Securities (including warrants) Other (Specify Limited Liability Company Interests) Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors wno have purchased accurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total Total Sold Sold Sol/A	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
Type of Security Debt Common Preferred S	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange		*
Equity	Type of Security		Amount Alread Sold
Convertible Securities (including warrants) Partnership Interests Other (Specify Limited Liability Company Interests) S. 0 5 0 5 0 5 0 5 0 5 0 5 0 5 0 5 0 5 0	Debt	<u> 0</u>	. s 0
Convertible Securities (including warrants) Partnership Interests Other (Specify Limited Liability Company Interests) Other (Specify Limited Liability Company Interests) Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors woo have purchased excurities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases for offering under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the fotal lines. Enter "0" if answer is "none" or "zero." Number flavstors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offering sold the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type disted in Part C - Question 1. Type of Security Sold Regulation A Rule 504 Total A. Eurnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Company for the process of the superior for the process of the process of the superior for the process of the process of th	Equity	<u>s</u> 0	s 0
Partnership Interests Other (Specify Limited Liability Company Interests). Second Total Total Second Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited anon-accredited investors who have purchased accurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Securities and the aggregate dollar amount of their purchases seem to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The Information may be given as subject to furture confingencies. If the amount of an expenditure it not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Fees Sales Commissions (specify finders' fees separately) Other Expenses identify)	□ Common □ Preferred		
Partnership Interests Other (Specify Limited Liability Company Interests). Second Total Total Second Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited anon-accredited investors who have purchased accurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number investors Accredited Investors Accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 only) Answer also in Securities and the aggregate dollar amount of their purchases seem to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The Information may be given as subject to furture confingencies. If the amount of an expenditure it not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Fees Sales Commissions (specify finders' fees separately) Other Expenses identify)	Convertible Securities (including warrants)	s 0	<u>s0</u>
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased excurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number for persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number flavestors Accredited Investors Accredited Investors Accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Security Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confinencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Partnership Interests	<u> </u>	<u>s</u> 0
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2. Enter the number of accredited and non-accredited investors who have purchased accurities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Investors 33 33 32 32 33 33 33 3	Total	<u>\$ 2,250,000</u>	\$2,250,000
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number for persons who have purchased securities and the aggregate dollar amount of Purchases. Accredited Investors 33 5 2,250,000 Non-accredited Investors 0 5 0 5 0 N/A Total (for fillings under Rule 504 only) 5 N/A Answer also in Appendix, Column 4, if filling under ULOE. 3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of their results of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Sold Rule 505 5 N/A Regulation A 5 N/A Rule 504 5 N/A Total 6 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees 5 0 5 1,000 Accounting Fees 5 5 1,000 Sales Commissions (specify finders' fees separately) 5 0 5 0 5 0 5 0 5 0 5 0 5 0 5 0 5 0 5	Answer also in Appendix, Column 3, if filing under ULOE.	•	
Accredited Investors 33 ; 2,250,000 Non-accredited Investors 0 ; 0 ; N/A Total (for filings under Rule 504 only) ; N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities told by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Security Sold Rule 505 Security Sold Rule 504 SN/A Regulation A SN/A Total SN/A Total SN/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees S Sold Sold Sold Sold Sold Sold Sold So	cale the number of persons who have purchased securities and the aggregate dollar amount of their		Dollar Amount
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Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)		0	. 0
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3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Type of offering Rule 505 Regulation A Rule 504 Total Total Sold So			<u> </u>
Type of offering Rule 505 Rule 505 Regulation A Regulation A S N/A Total S N/A Total S N/A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs D S 1,000 Legal Fees S 10,000 Accounting Fees S Sales Commissions (specify finders' fees separately) Other Expenses (identify)	3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior		- ··
Regulation A. S N/A Regulation A. S N/A Rule 504 S N/A Total S N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees S O S 1,000 Legal Fees S 10,000 Accounting Fees S 1,500 Engineering Fees S 0 S 0 Sales Commissions (specify finders' fees separately) S 0 Other Expenses (identify)	Type of offering	Security	
Regulation A		• .	S N/A
Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)			SN/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Rule 504		S_N/A
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Total		s N/A
Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future confingencies. If the amount of an expenditure		
Legal Fees \$ 10,000 Accounting Fees \$ 1,500 Engineering Fees \$ 0 Sales Commissions (specify finders' fees separately) \$ 0	Transfer Agent's Fees		<u> </u>
Accounting Fees. Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Printing and Engraving Costs		1,000
Engineering Fees	Legal Fees	ß	10,000
Sales Commissions (specify finders' fees separately).	Accounting Fees	Ø	<u>1,500</u>
Other Expenses (identify)	Engineering Fees		s 0
Other Expenses (identify) \$	Sales Commissions (specify finders' fees separately)		<u> </u>
Total S \$ 12,500	Other Expenses (identify)		<u> </u>
	Total		\$ 12,500
		The second second second	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEED	\$
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ 2,237,500
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees		
Purchase of real estate	0	S 0
Purchase, rental or leasing and installation of machinery and equipment	0	D \$ 0
Construction or leasing of plant buildings and facilities	0	D \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	·	
Repayment of indebtedness	0	□ \$ <u>0</u>
Working capital	0	\boxtimes \$ 2,217,500
Other (specify):	0	□ s 0
D \$.	0	□ \$ <u>0</u>
Column Totals	0	 \$2,237,500 ■
Total Payments Listed (column totals added)		
D. FYDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exequest of its staff, the information furnished by the issuer to any non-accredited investor pursuant to	hange Commis	sion, upon written re-
Issuer (Print or Type) Signature	Date	
Sixteen Wounded LLC	{	4/30/04
Name of Signer (Print or Type) Jujamcyn Theaters Productions, L.L.C. By: Paul Libin Title of Signer (Print or Type) Manager of Managing Me	mber	

T.	ST/	TE	RICH	ATT	REF.

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions Y No of such rule?

See Appendix, Column 5, for state varpouse.

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- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, apon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is samiliar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer deliming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The Issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Sixteen Wounded LLC

Sixteen Wounded LLC

Name (Print or Type)

Jujamcyn Theaters Productions, L.L.

BBy: Paul Libin

Signature

4/30/04

Title (Print or Type)

Manager of Managing Member

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or beer typed or printed signatures.

Totel	APPENDIX									
1	Intend to non-a investor	to sell ceredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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AZ							11 11 22 12			
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CA		Х	LLC Interests \$ 35,000	3	\$ 35,000	0	0 .		Х	
co) 3 - 2 - 2	5. j 2. j		
CT		Х	LLC Interests \$ 240,000	3	\$ 240,000	0	0		Х	
DE										
DC										
FL	•.	Х	LLC Interests \$ 85,000	4	\$ 85,00	0	0		Х	
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IL		Х	LLC Interests \$ 20,000		\$ 20,00	0	0		Х	
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APPENDIX

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	Intend to non-a investors	to sell credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item!)	Number of	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
State	Yes	No		Accredited _Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE		e eta ja							
NV									
NH					1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -				
NJ		_X	LLC Interest \$ 40.000	2	\$ 40,000	0	0		Х
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OR									
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RI		-							
sc									
SD					#17 4 19 				
TN									
TX		X	LLC Interests \$ 45,000	2	\$ 45,00) 0	O		Х
UT			_						
VT									
VA							·		
WA		X	LLC Interests \$ 25,000	1	\$ 25,000	0	0		Х
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WY									
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